



RECORDATION NO. 22783-B FILED

**TTX COMPANY**  
101 NORTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606  
(312) 853-3223

ANTHONY J. BARTON  
DIRECTOR EQUIPMENT FINANCING &  
ASSISTANT TREASURER

NOV 7 '00 3-20 PM  
TS  
SURFACE TRANSPORTATION BOARD

DIRECT LINE (312) 984-3824  
FAX (312) 984-3855

November 2, 2000

**VIA FEDERAL EXPRESS**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20006



Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Memorandum of Railcar Manufacturing Agreement Supplement dated as of October 19, 2000.

This document is a secondary document, supplementing the Memorandum of Railcar Manufacturing Agreement dated as of February 1, 2000, recorded on February 22, 2000, recordation number 22783.

Parties to this transaction are as follows:

Buyer: TTX Company (Company)  
101 North Wacker Drive  
Chicago, Illinois 60606

Seller: Thrall Car Manufacturing Company (Manufacturer)  
2521 State Street  
Chicago Heights, IL 60411

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
Three-unit articulated double stack well cars with 53' wells.	FCA	325	DTTX	728425-728749

Mr. Vernon A. Williams

Page Two

November 2, 2000


Enclosed is our check in the amount of \$26.00 to cover filing fees.

A short summary of this Agreement to appear in the Index is as follows:

"Memorandum of Railcar Manufacturing Agreement Supplement covering 325 three-unit articulated double stack well cars with 53' wells; DTTX, numbered 728425-728749."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

A handwritten signature in black ink, appearing to read "William J. Barton", with a long horizontal flourish extending to the right.

Enclosures

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# MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT NO. 2 dated as of October 19, 2000, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Thrall Car Manufacturing Company, an Illinois corporation, with an address at 2521 State Street, Chicago Heights, Illinois 60411 (the "Manufacturer" and, together with the Purchaser, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of February 1, 2000, (the "Agreement") and a Memorandum of Railcar Manufacturing Agreement evidencing said Agreement was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on February 22, 2000 at 3:02 PM, recordation number 22783.

WHEREAS, the Parties have supplemented the Agreement by entering into Manufacturing Agreement Supplement No. 2, dated as of October 19, 2000, (the "Supplement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the additional equipment listed on Schedule 1 hereto (the "Equipment").

WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Supplement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement and Supplement, and the Purchaser confirms its agreement to purchase the Equipment, confirms that Manufacturer retains a security interest in the Equipment to secure payment therefore, and accepts such terms and conditions, which are incorporated by references as if fully set forth herein.

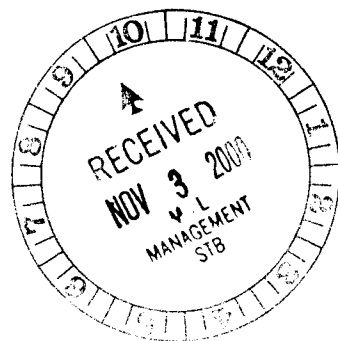
IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

THRALL CAR MANUFACTURING COMPANY

By:   
Senior Vice President

TTX COMPANY

By:   
Vice President - Finance & Treasurer



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SURFACE TRANSPORTATION BOARD

STATE OF ILLINOIS                    )  
  )SS:  
COUNTY OF COOK                    )

On this 30<sup>th</sup> day of October, 2000, before me personally appears H.C. Schnelbruch, to me personally known, who by me duly sworn, says that he is a Senior Vice President of Thrall Car Manufacturing Co. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



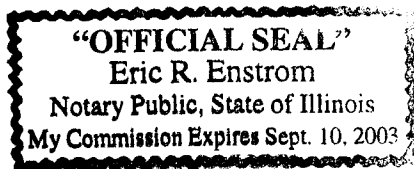
Linda E. Fragale  
Notary Public

My Commission expires: 2/4/03

STATE OF ILLINOIS                    )  
  )SS:  
COUNTY OF COOK                    )

On this 31<sup>st</sup> day of October, 2000, before me personally appears Thomas D. Marion, to me personally known, who by me duly sworn, says that he is the Vice President - Finance & Treasurer of TTX Company (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Eric R. Enstrom  
Notary Public

(SEAL)

My Commission expires:

9/10/03

**SCHEDULE 1**  
**TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT**  
**SUPPLEMENT NO. 2**  
**DATED OCTOBER 19, 2000**

**TTX Contract #T-4000-T**  
**Thrall Lot# 00-0577**

**EQUIPMENT**

325 DTTX Cars marked 728425 through 728749 (both inclusive).

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